Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: THE MELKUS FAMILY FOUNDATION

A Employer identification number: 62-1518285

Number and street (or P O. box number if mail is not delivered to street address): 102 WOODMONT BLVD.

Room/suite: 110

B Telephone number (see instructions): ( ) -

City or town, state or province, country, and ZIP or foreign postal code: NASHVILLE, TN 37205

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 48,522,713.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	48,553.	48,553.		ATCH 1
4	Dividends and interest from securities	614,892.	614,892.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,386,775.			
b	Gross sales price for all assets on line 6a 8,168,660.				
7	Capital gain net income (from Part IV, line 2)		3,386,775.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	351,714.	67,093.		
12	**Total.** Add lines 1 through 11	4,401,934.	4,117,313.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	4,550.			2,275.
c	Other professional fees (attach schedule) [5]	21,538.	21,538.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	100,006.	6.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	543,879.	30,659.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	669,973.	52,203.		2,275.
25	Contributions, gifts, grants paid	2,127,735.			2,127,735.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,797,708.	52,203.	0.	2,130,010.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,604,226.			
b	**Net investment income** (if negative, enter -0-)		4,065,110.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,686,481.	4,056,983.	4,056,983.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	4,736,915.	5,518,050.	38,047,584.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	5,983,672.	6,436,263.	6,387,298.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 10)	69,997.	69,995.	30,848.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,477,065.	16,081,291.	48,522,713.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	14,477,065.	16,081,291.	
	30	**Total net assets or fund balances** (see instructions)	14,477,065.	16,081,291.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	14,477,065.	16,081,291.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,477,065.
2	Enter amount from Part I, line 27a	2	1,604,226.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,081,291.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,081,291.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	3,386,775.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,642,245.	46,300,447.	0.035469
2013	1,026,264.	30,480,659.	0.033669
2012	648,500.	20,270,073.	0.031993
2011	803,333.	16,502,296.	0.048680
2010	660,470.	13,185,753.	0.050090

2	**Total** of line 1, column (d)	2	0.199901
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.039980
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	49,990,490.
5	Multiply line 4 by line 3	5	1,998,620.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	40,651.
7	Add lines 5 and 6	7	2,039,271.
8	Enter qualifying distributions from Part XII, line 4	8	2,130,010.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	40,651.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		2	
3	Add lines 1 and 2		3	40,651.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	40,651.
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 73,209.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 11,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	84,209.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶		10	43,558.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 43,558. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KENNETH J. MELKUS Telephone no ▶ 615-385-4666
Located at ▶ 102 WOODMONT BLVD. STE 110 NASHVILLE, TN ZIP+4 ▶ 37205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	45,320,656.
b	Average of monthly cash balances	1b	5,431,110.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	50,751,766.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	50,751,766.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	761,276.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,990,490.
6	**Minimum investment return.** Enter 5% of line 5	6	2,499,525.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,499,525.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	40,651.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	40,651.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,458,874.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,458,874.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,458,874.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,130,010.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,130,010.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	40,651.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,089,359.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,458,874.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			2,059,794.	
b Total for prior years: 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 2,130,010.				
a Applied to 2014, but not more than line 2a			2,059,794.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount				70,216.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				2,388,658.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

KENNETH J. MELKUS, BARBARA L. MELKUS, LAUREN E. MELKUS

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total . . . . ▶ **3a**				2,127,735.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	48,553.	
4 Dividends and interest from securities			14	614,892.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	351,714.	
8 Gain or (loss) from sales of assets other than inventory			18	3,386,775.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,401,934.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 4,401,934.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ KENNETH J. MELKUS | 08/03/2016 | ▶ OFFICER

Signature of officer or trustee | Date 8/5/16 | Title

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [X] if self-employed	PTIN
MICHAEL F SCARLETT		8.V.16		P00829725

Firm's name ▶ MICHAEL F. SCARLETT, CPA, PLC | Firm's EIN ▶ 33-1001531

Firm's address ▶ 5250 VIRGINIA WAY, SUITE 220 BRENTWOOD, TN 37027 | Phone no 615-377-4877

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		IVA WORLDWIDE LONG TERM CAPITAL GAIN DIS PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
5,482.							5,482.	
		AHS MEDICAL SERVICES PROPERTY TYPE: SECURITIES				P	2001	08/04/2015
1,653,376.		1,658,747.					-5,371.	
		GARDNER LEWIS K-1 PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
163,400.							163,400.	
		GARDNER LEWIS K-1 PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
6,548.							6,548.	
		METROPOLITAN REAL ESTATE K-1 PROPERTY TYPE: OTHER				P	VARIOUS	12/31/2015
5,200.							5,200.	
		AHS MEDICAL SERVICES K-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	08/04/2015
604,985.							604,985.	
		HCA HOLDINGS INC CALLS PROPERTY TYPE: SECURITIES				P	04/15/2015	06/19/2015
6,160.							6,160.	
		HCA HOLDINGS INC PROPERTY TYPE: SECURITIES				P	05/31/2013	06/19/2015
224,601.		32,835.					191,766.	
		KKR & CO K-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
		196.					-196.	
		KKR & CO K-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
4,216.							4,216.	
		ST JUDE MEDICAL INC PROPERTY TYPE: SECURITIES				P	10/28/2009	11/30/2015
63,538.		25,076.					38,462.	
		CALL HCA @70 PROPERTY TYPE: SECURITIES				P	11/17/2014	01/16/2015
7,244.		432.					6,812.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CALL HCA @72.5 PROPERTY TYPE: SECURITIES				P	01/16/2015	02/20/2015
11,438.							11,438.	
		CALL HCA 77.5 PROPERTY TYPE: SECURITIES				P	11/28/2014	03/20/2015
4,830.							4,830.	
		CALL HCA 77.5 PROPERTY TYPE: SECURITIES				P	11/26/2014	03/20/2015
4,915.							4,915.	
		UHC CALLS PROPERTY TYPE: SECURITIES				P	10/28/2014	01/16/2015
797.							797.	
		UHC CALLS PROPERTY TYPE: SECURITIES				P	11/18/2014	01/16/2015
10,612.							10,612.	
		UHC CALLS PROPERTY TYPE: SECURITIES				P	11/28/2014	03/10/2015
10,723.							10,723.	
		HCA CALLS PROPERTY TYPE: SECURITIES				P	01/21/2015	03/23/2015
4,542.							4,542.	
		HCA CALLS PROPERTY TYPE: SECURITIES				P	02/10/2015	03/27/2015
3,683.							3,683.	
		HCA CALLS PROPERTY TYPE: SECURITIES				P	02/10/2015	04/15/2015
		12000 UHC PROPERTY TYPE: SECURITIES				P	12/01/1993	01/16/2015
1,109,855.		2,519.					1,107,336.	
		7200 UHC PROPERTY TYPE: SECURITIES				P	12/01/1993	03/10/2015
755,914.		1,511.					754,403.	
		4300 HCA PROPERTY TYPE: SECURITIES				P	05/31/2013	03/20/2015
322,451.		48,686.					273,765.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2900 HCA PROPERTY TYPE: SECURITIES				P	05/31/2013	03/27/2015
210,217.		32,835.					177,382.	
		GABELLI ABC ADVISOR PROPERTY TYPE: SECURITIES				P	12/29/2014	05/20/2015
25,733.		25,285.					448.	
		GABELLI ABC ADVISOR PROPERTY TYPE: SECURITIES				P	VARIOUS	05/21/2015
56,070.		54,724.					1,346.	
		GABELLI ABC ADVISOR PROPERTY TYPE: SECURITIES				P	12/31/2012	05/21/2015
1,088,389.		1,051,530.					36,859.	
		1971.609 NUANCE PROPERTY TYPE: SECURITIES				P	01/05/2015	12/18/2015
23,876.		25,000.					-1,124.	
		1832.845 NUANCE PROPERTY TYPE: SECURITIES				P	03/26/2014	12/18/2015
22,196.		25,000.					-2,804.	
		3620.565 NUANCE PROPERTY TYPE: SECURITIES				P	03/10/2014	12/18/2015
43,845.		50,000.					-6,155.	
		4662.005 NUANCE PROPERTY TYPE: SECURITIES				P	01/27/2015	12/18/2015
56,457.		60,000.					-3,543.	
		3790.751 NUANCE PROPERTY TYPE: SECURITIES				P	10/16/2014	12/18/2015
45,906.		50,000.					-4,094.	
		1515.152 LAZARD US EQUITY PROPERTY TYPE: SECURITIES				P	01/05/2015	12/18/2015
21,318.		20,000.					1,318.	
		5988.023 LAZARD US EQUITY PROPERTY TYPE: SECURITIES				P	01/27/2015	12/18/2015
84,251.		80,000.					4,251.	
		7812.5 LAZARD US EQUITY PROPERTY TYPE: SECURITIES				P	10/16/2014	12/18/2015
109,922.		100,000.					9,922.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		EQUITABLE TRUST SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
179,032.		176,059.					2,973.	
		EQUITABLE TRUST SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
298,858.		328,280.					-29,422.	
		EQUITABLE TRUST SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
544,397.		565,000.					-20,603.	
		DIVERSIFIED TRUST SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
68,637.		71,500.					-2,863.	
		DIVERSIFIED TRUST SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2015
305,046.		296,670.					8,376.	
TOTAL GAIN(LOSS)							3,386,775.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPSTAR	43,138.	43,138.
FRANKLIN SYNERGY	15.	15.
DIVERSIFIED TRUST	2.	2.
EQUITABLE TRUST	3.	3.
GOLDMAN SACHS GOAS	3.	3.
GOLDMAN SACHS BROKERAGE	1,627.	1,627.
METROPOLITAN REAL ESTATE PARTNERS K-1	549.	549.
KKR & CO K-1	3,216.	3,216.
TOTAL	48,553.	48,553.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EQUITABLE TRUST	15,545.	15,545.
GOLDMAN SACHS BROKERAGE	457,380.	457,380.
DIVERSIFIED TRUST	45,116.	45,116.
GARDNER LEWIS MERGER ARBITRAGE K-1	90,943.	90,943.
METROPOLITAN REAL ESTATE PARTNERS K-1	45.	45.
KKR & CO K-1	5,863.	5,863.
TOTAL	614,892.	614,892.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LITIGATION DISTRIUBUTION KIRBY	19.	19.
PARTNERSHIP PASSTHROUGH AHS NON TAXABLE	284,621.	
PARTNERSHIP PASSTHROUGH METROPOLITAN	7,403.	7,403.
PARTNERSHIP PASSTHROUGH INCOME KKR	-1,511.	-1,511.
PARTNERSHIP PASSTHROUGH INCOME GARDNER	-69,208.	-69,208.
PARTNERSHIP PASSHROUGH INCOME WILDCAT	-3,832.	-3,832.
FIRST EAGLE BASIS ADJUSTMENT	134,222.	134,222.
TOTALS	351,714.	67,093.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	4,550.			2,275.
TOTALS	4,550.			2,275.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THE KAVELMAN GROUP	21,538.	21,538.
TOTALS	21,538.	21,538.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL INCOME TAX	100,000.	
FOREIGN TAX KKR & CO K-1	6.	6.
TOTALS	100,006.	6.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHECK STOCK	67.	
MANAGEMENT FEES	30,659.	30,659.
MEALS AND ENTERTAINMENT	750.	
FEES	20.	
OFFICE SUPPLIES	226.	
CORRECT BASIS IN AHS	512,157.	
TOTALS	543,879.	30,659.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US PHYSICAL THERAPY	12,930.	174,460.
CALL HCA HOLDINGS		
HEALTHSTREAM	108,185.	1,019,260.
EQUTABLE TRUST ACCOUNT	1,259,935.	1,265,760.
HCA HOLDINGS	1,106,190.	6,607,451.
UNITED HEALTH GROUP	1,223,117.	27,055,553.
CALL UNH		
MGIC INVESTMENT CORP	493,980.	706,400.
ST JUDE MEDICAL	110,333.	271,788.
KKR & CO	158,258.	155,900.
SELECT MEDICAL HLGINGS	46,653.	89,325.
NORDIC AMERICAN OFFSHORE	265,338.	131,750.
ENERGY INVESTMENT OPPORTUINITI	733,131.	569,937.
TOTALS	5,518,050.	38,047,584.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARDENT HEALTH SERVICES, LLC		
GABELLI ABC FUND		
GARDNER LEWIS FUND	2,734,135.	2,741,285.
DTC EQUITY OPPOR COMMON TR FD	85,518.	81,930.
INTL EQUITY COMMON TR FD	233,206.	219,685.
ASTON RIVER ROAD INDEP VALUE		
FPA CRESCENT FUND INST		
NATIXIS GATEWAY FUND Y		
PIMCO ALL ASSET INST		
UBS E-TRACS ALERIAN MLP	26,147.	15,801.
WHITEBOX TACTICAL OPPTY		
VANGUARD S&P 500 INDEX FUND	218,387.	224,609.
METROPOLITAN RE PARTNERS	59,383.	47,110.
LAZARD EMERGING MARKETS	44,000.	38,450.
TORTOISE MLP	46,704.	29,532.
VANGUARD EXTENDED MARKET FUND	39,676.	39,789.
BROAD BASED CONSUMER CREDIT FU	527,939.	527,939.
FIDELIS INV OFFSHORE LP	1,000,000.	1,000,000.
WILDCAT CLO LLC	1,421,168.	1,421,168.
TOTALS	6,436,263.	6,387,298.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TAPESTRY	6,000.	6,000.
K MELKUS	24,848.	24,848.
BOOK/TAX DIFFERENCES FROM K-1	39,323.	
OTHER	-176.	
TOTALS	69,995.	30,848.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
KENNETH J. MELKUS 26 CASTLEWOOD COURT NASHVILLE, TN 37215	PRESIDENT
BARBARA L. MELKUS 26 CASTLEWOOD COURT NASHVILLE, TN 37215	SECRETARY
LAUREN E. MELKUS 2 FIFTH AVE. APT11P NEW YORK, NY 10011	TREASURER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CIVIL LIBERITIES UNION NASHVILLE NASHVILLE, TN 37205		FURTHER EXEMPT PURPOSES OF ORGANIZATION	60,000.
ASSISTANCE LEAGUE OF NASHVILLE NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	2,500.
BIG BROTHERS BIG SISTERS PALM SPRINGS PALM SPRINGS, CA 91910		FURTHER CHARITABLE PURPOSE	10,000.
BIGHORN GOLF CLUB CHARIRIES NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	5,000.
CENTER FOR REPRODUCTIVE RIGHTS NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	30,000.
CHARITY NAVIGATOR NASHVILLE NASHVILLE, TN 37205		FURTHER CHARTIABLE PURPOSE	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CHILDREN'S AID SOCIETY NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	107,350.
CITY HARVEST NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	140,000.
CHUKKERS FOR CHARITY NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	1,250.
COMMUNITY FOUNDATION NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	50,000.
COMMUNITY RESOURCE CENTER NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	50,000.
CUMBERLAND HEIGHTS NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOCTORS WITHOUT BORDERS NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	25,000.
EATING DISORDERS COALITION OF TN NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	10,000.
FIFTY FORWARD NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	26,000.
FRENCH BULLDOG RESCUE NETWORK NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	12,500.
FRIST CENTER FOR THE VISUAL ARTS NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	102,500.
GILDA'S CLUB OF NASHVILLE NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRAND SETTLEMENT ST NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	2,500.
HABITAT FOR HUMANITY NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	30,480.
HARPETH HALL SCHOOL NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	100,000.
HOMEWORK HOTLINE NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	5,000.
THE IMAGINE PROJECT NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	5,000.
INTERNATIONAL RESCUE COMMITTEE NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	125,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JAMKHED INT FOUNDATION NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	30,000.
KIPP ACADEMY NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	10,000.
LEGAL AID SOCIETY NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	5,000.
LEITNER CENTER FOR INT LAW/JUSTICE NEW YORK NEW YORK, NY 11111		FURTHER CHARITABLE PURPOSE	5,000.
MALOTO, INC NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	150,000.
MARTHA O'BRYAN CENTER NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MCCALLUM THEATRE NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	8,505.
NASHVILLE CARES NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	10,000.
NASHVILLE RESCUE MISSION NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	50,000.
NASHVILLE SYMPHONY NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	50,000.
NASHVILLE ZOO NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	11,000.
NATIONAL RESOURCES DEFENSE COUNCIL NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK ABORTION ACESS FUND NEW YORK NEW YORK, NY 11111		FURTHER CHARITABLE PURPOSE	10,000.
OASIS CENTER NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	10,000.
PALM SPRINGS ATR MUSEUM PALM SPRINGS PALM SPRINGS, CA 92022		FURTHER CHARITABLE PURPOSE	1,750.
PENCIL FOUNDATION NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	1,000.
PETSMART CHARITIES NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	20,000.
RENEWAL HOUSE NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROOM IN THE INN NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	20,000.
SANCTUARY FOR FAMILIES NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	35,000.
SECOND HARVEST FOOD BANK NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	125,000.
SEXUAL ASSAULT CENTER NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	76,750.
SNOW LEOPARD TRUST NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	12,500.
TEACH FOR AMERICA NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPUSE	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TENNESSEE GOLF FDN NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	10,000.
TENNESSEE JUSTICE CENTER NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	2,500.
THISTLE FARMS MAGDALENE NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	10,000.
TOSTAN NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE30000	30,000.
UNITED WAY NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	100,000.
Y-CAP YMCA NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUTH VILLAGES NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	5,000.
THE DOE FUND NASHVILLE NASHVILLE, TN 37205		FURTHER CHARITABLE PURPOSE	30,000.
BOSTON COLLEGE			150,000.
VARIOUS ORGANIZED CHARITIES			138,650.
		TOTAL CONTRIBUTIONS PAID	2,127,735.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP BOOK/TAX DIFFERENCES			01		
NON-TAXABLE DIVIDENDS			01		
TOTALS					